

WESTAR ENERGY INC /KS
 Form 4
 January 20, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUELLE MARK A

(Last) (First) (Middle)
 818 S KANSAS AVENUE
 (Street)

TOPEKA, KS 66612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WESTAR ENERGY INC /KS [WR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/20/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$5.00	01/20/2015		A ⁽¹⁾		19,417 A \$ 0	152,907 ⁽²⁾	D
Common Stock, par value \$5.00	01/20/2015		F ⁽³⁾		9,020 D \$ 41.685	143,887 ⁽²⁾	D
Common Stock, par value \$5.00						18,317	I Living trust of spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUELLE MARK A 818 S KANSAS AVENUE TOPEKA, KS 66612	X		President & CEO	

Signatures

Mark A. Ruelle 01/20/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Vesting of 19,417 performance-based restricted share units that were granted on February 23, 2012, with a vesting date of January 1, 2015. Under the terms of the grant, the number of shares to be received by the Reporting Person at vesting is increased or decreased based on the Issuer's Total Shareholder Return as compared to the Total Shareholder Return for a defined Peer Group of companies for the defined Performance Period. The determination that the performance criteria relating to the grant had been met and the calculation of the number of shares to be distributed were completed on January 20, 2015.

(1) Includes 62,925 restricted share units that are subject to forfeiture.

(2) Forfeiture of 9,020 shares for the payment of taxes upon the vesting of 19,417 performance-based restricted share units granted on 2/23/2012 and described in this report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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